

BYLAWS OF
THE HARTFORD CHAPTER OF THE
CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.

ARTICLE I
GENERAL

1.1 Name. The name of the Corporation is THE HARTFORD CHAPTER OF THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC. ~~-(hereinafter referred to as the "Chapter Corporation").~~

1.2 Principal Office. The principal office of the ~~Chapter Corporation~~ shall be located at such place as the Board of Directors may from time to time designate for the transaction of corporate business.

1.3 Affiliation. The ~~Chapter Corporation~~ shall at all times be chartered as an affiliate chapter of The Constructions Specifications Institute, Inc. ~~a Maryland not-for-profit corporation hereinafter referred to as (the "Institute")~~ and shall be operated in accordance with the Institute's Certificate of Incorporation and Bylaws, and such policies, regulations and requirements for the conduct of chapters of the Institute as may be promulgated, from time to time, by the Institute. The Chapter shall be affiliated with a region of the Construction Specifications Institute. Regions are areas geographically designated by the Institute Board. Currently the Chapter is affiliated with the Northeast region hereinafter referred to as the "Region."

ARTICLE II
MEMBERS

2.1 Qualification for Membership. Membership in the ~~Chapter Corporation~~ shall be available only to members of the Institute in good standing and shall automatically terminate upon the termination of membership in the Institute. The ~~Chapter Corporation~~ endorses a nondiscriminatory policy as to membership, without restrictions based on age, color, creed, sex, a classification ratio, or any other practice that would preclude membership by qualified or interested persons.

2.2 The qualifications for membership shall conform to the requirements of the Institute Bylaws.

2.3 Membership in the Institute is a prerequisite to membership in the Chapter.

2.4 Chapter member may be classified as an Honorary Member, Distinguished Member, or a Lifetime Member only by action of the Institute.

2.5 The provisions of the Institute Bylaws for disqualification, suspension, expulsion, and reinstatement of members shall govern.

~~2.1 Classes of Membership. The Corporation shall have nine classes of individual membership: professional, industry, associate, intermediate, student, retired, emeritus, lifetime and honorary. Classification~~

of members in the Corporation is dependent upon their classification as Institute members. Firms or corporations are not eligible for membership.

~~2.2 Professional Members. Professional members shall be technically experienced individuals whose primary function is to author, interpret, or endorse construction documents. They shall be eligible to vote and to hold any office of the Corporation.~~

~~2.3 Industry Members. Industry members shall be technically experienced individuals whose primary function is to use and/or comply with construction documents in the normal course of their work to construct projects. They shall be eligible to vote and to hold any~~

~~2.4 office of the Corporation.~~

~~2.5 Associate Members. Associate members shall be those individuals whose primary function is to provide service, support and assistance to the construction industry. They shall be eligible to vote and to hold any office of the Corporation.~~

~~2.6 Intermediate Members. Intermediate members shall be individuals who are prospective professional, industry or associate members, but who lack the proper technical qualification or the required experience for the respective full membership classification, and who are interested in the improvement of construction specifications and are engaged in such specific work functions as established from time to time by the Board of the Institute. They shall have all the rights and privileges of professional, industry or associate members, except that they shall not be eligible to vote or to hold office in the Corporation.~~

2.6 Student Members. Student members shall be full time students enrolled in an undergraduate or graduate program in a construction industry curriculum in an educational institution. ~~They shall have all the rights and privileges of intermediate members.~~ They shall have no right to vote or to hold any office of the Chapter.

2.78. Retired Members. Retired members shall have been professional, ~~industry or associate~~ members who are no longer engaged in income-producing activities, have reached the age of sixty-five years, have been members in good standing in the Institute and the ~~Chapter corporation~~ for the past consecutive five years and whose recommendation by the ~~Chapter corporation's~~ Board for a change in status has been approved by the Institute. They shall have the rights and privileges of professional, industry or associate members in accordance with the classification held immediately prior to the time their change in status was approved.

2.8 Members Emeritus. Members emeritus shall have been professional, ~~industry or associate~~ members who have reached the age of seventy years whose recommendations or applications for a change in status has been approved by the Institute. They shall have the rights and privileges of professional, ~~industry or associate~~ members in accordance with the classification held immediately prior the time their application for a change in status was approved.

2.9 Lifetime Members. Lifetime members shall be former National presidents of the Institute and shall automatically become qualified upon completion of their term of office as president. They shall have no right to vote or hold office.

~~2.10 — Honorary Members. Individuals who have performed distinguished service to the construction industry in fields of activity related to the purposes of the Institute and have been elected Honorary Members of the Institute may be elected honorary members of the Corporation upon the vote of the directors and members. An honorary member shall have the same rights and privileges as a member, except that he or she shall not be eligible to vote or hold office unless the person was a professional, industry or associate member at the time of election to honorary membership of the Corporation.~~

2.10 Election of Members. Application for membership shall be made to the Secretary, giving such information as may be requested, in writing, and the applicant meeting the qualifications for membership shall become a member of the ~~Chapter~~corporation upon the affirmative vote of the Board of Directors and the payment of dues on the basis currently in effect All actions regarding membership shall be promptly reported to the Institute.

2.11 Duration of Membership and Resignation. Any member of the ~~Chapter~~corporation may- resign from membership by giving notice in writing to the Secretary or membership committee chair of the ~~Chapter~~corporation sixty days prior to the date of withdrawal, but this shall not relieve the member of liability for all dues or other obligations in arrears. All rights, privileges and interests of a member in the ~~Chapter~~corporation shall cease upon the termination of membership. Dues shall not be subject to refund in the event of resignation.

~~2.11~~2.10 2.12 Suspension and Expulsion of Members. Any member may be expelled, censured or suspended as the Board of Directors shall determine, for conduct prejudicial to the welfare, interest or character of the ~~Chapter~~corporation, by the affirmative vote of two-thirds of the then serving Board members; provided, notice in writing, together with a copy of the charges and specifications shall have been sent to said member or a designated representative of said member at least sixty days before the meeting of the Board where such action is to be considered. A member receiving such notice may appear before the Board and may have legal representation at said meeting, and shall have the right to appeal from the decision of the Board to the Board at its next regular meeting or to the members at the next regular membership meeting of the ~~Chapter~~corporation. The majority decision of the Board members or members of the ~~Chapter~~corporation present at such Board or membership meeting shall be final.

Individuals who have previously been suspended or expelled from membership in the ~~Chapter~~corporation shall be re-admitted to membership only upon the affirmative vote of two-thirds of the then serving directors of the ~~Chapter~~corporation.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting. The annual meeting of members of the ~~Chapter~~corporation shall be held during the month of June, or such other month before the end of the fiscal year as the Board of Directors shall determine, at such time and place as shall be specified in the notice of the meeting. At such meeting, the members shall elect the directors and officers, hear committee reports and reports on the activities, operations and financial condition of the ~~Chapter~~corporation, and transact such other business as may be brought before the meeting. Copies of these reports shall be sent to the ~~Institute~~ Region ~~secretary~~Director.

3.2 Regular Meetings. Regular meetings of the members shall be held monthly, unless the Board deems the best interests of the ~~Chapter~~corporation shall not require such meetings. Not less than six regular meetings shall be held during each fiscal year of the ~~Chapter~~corporation.

3.2 Special Meetings. Special meetings of members may be held on the call of the President or a majority of the Directors upon seven day's written notice. The business conducted at special meetings shall be limited to that for which the meeting was called. Special meetings shall be called by the President upon the written request of at least 10% of the ~~Chapter professional, industry and associate~~ members then in good standing.

3.3 Notices and Waiver. Unless otherwise provided in these Bylaws, notice of the time and place of all meetings of members, and, in the case of special meetings, the purpose thereof, shall be mailed or delivered to each member entitled to vote at such meeting not less than seven nor more than fifty days before the date of such meeting. The attendance of any person at a meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by him or her of notice of the meeting.

3.4 Action by Members. Except as may otherwise be specifically provided in these Bylaws, in the Certificate of Incorporation of the ~~Chapter~~corporation or in the Connecticut Nonstock Corporation Act, the affirmative vote of a numerical majority of members present at a meeting duly held and at which a quorum is present, shall be the act of the members.

3.5 Minutes. Minutes of regular and special meetings shall be distributed to members with a copy to the Region secretary~~the Board, Committee Chairs and Institute Region Directors~~.

ARTICLE IV DIRECTORS

4.1 Authority and Number. The business, property and affairs of the ~~Chapter~~corporation shall be under the care and management of a Board of Directors often members, consisting of the following: the President, First Vice President, Second Vice President, Secretary, Treasurer, four at-Large Directors, ~~two of whom shall be professional members and two of whom shall be industry or associate members~~, and an advisory member who shall be the immediate past President of the ~~Chapter~~corporation, or if he or she chooses not to serve on the Board, any other past President of the ~~Chapter~~corporation appointed by the Board. ~~A majority of the directors shall be professional members and at least one third of the Board shall be industry or associate members~~. Officers or directors of the ~~Chapter~~corporation who cease for any reason whatsoever to be members of the ~~Chapter~~corporation or the Institute shall thereupon no longer hold such office or directorship in the ~~Chapter~~corporation.

4.2 Nomination and Election of Directors and Officers Nominations of directors and officers shall be made by the Nominating Committee, of at least three members, which shall be appointed by the Board of Directors no later than the day of the regular Board meeting held in March preceding the annual meeting at which elected Board seats and offices shall be filled. The Nominating Committee shall make one or more nominations for each office and directorship as shall become vacant at the next annual meeting, and shall submit its nominations to the Secretary for notification to members at least ten days before the regular

April membership meeting. The nominating committee shall endeavor to select candidates so the composition of the Board reflects the diversity of chapter membership.

At the regular April meeting of members of the ~~Chapter~~ corporation, members may present nominations for officers and directors from the floor. The Secretary shall mail an election ballot to all voting members listing the names of all nominees for officers and directors, together with a notice of the time and place of the May meeting at which ballots will be counted, to each member of the ~~Chapter~~ corporation at least two weeks prior to the May meeting.

The balloting shall be closed immediately prior to the call to order of the May membership meeting. The ballots shall be counted and certified at the May membership meeting by tellers appointed by the President, and the results shall be reported to the members with the notice of the annual membership meeting. Neither the President nor the members of the Nominating Committee shall be eligible to serve as teller.

Not later than April 30, The Chapter secretary shall notify the Institute office and the Region secretary of the results of the election and shall submit to them a complete list of the Chapter officers for the coming year, with their contact information.

4.3 Terms and Vacancies. The at-large directors shall be classified with respect to the period of time for which they shall serve ~~into two classes, each consisting of one professional and an industry or associate member,~~ so that the term of office ~~of one class of directors~~ shall expire each year for two successive years at the annual membership meeting. The term of office of elected directors shall commence at the annual meeting of members next succeeding their election by ballot and shall end at the second annual meeting next succeeding such election and until his successor is elected and qualified. The advisory member of the Board shall serve for a one-year term and may not serve on the Board for more than two consecutive terms.

Any vacancy or vacancies occurring in the Board of Directors may be filled for the unexpired term by the concurring vote of a majority of the remaining Directors in office at any regular meeting, though such remaining Directors are less than a quorum, and though such majority is less than a quorum, provided that he possesses the necessary qualifications. A Director elected to fill a vacancy shall be elected for the unexpired portion of the term of his predecessor in office and shall possess the same qualifications as his predecessor.

4.4 Meetings and Notices. Regular meetings of the directors may be held at such times and places as, in the opinion of the President or a majority of the directors, the interests of the ~~Chapter~~ corporation shall require, reasonable notice having been given thereof.

Special meetings of the directors shall be held whenever called by the President or by the Secretary upon the written request of a majority of the directors. At least seven days' written or oral notice stating the time, place and purpose of special meetings shall be given to each director. No business other than that stated in the notice of special meeting may be conducted.

A written waiver signed at any time by a director entitled to notice shall be the equivalent to the giving of notice. The attendance of any director at a meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by him of notice of the meeting.

4.5 Quorum. Action by Board of Directors and Adjournment. A majority of the directors at the time shall constitute a quorum for the transaction of business; and the act of a numerical majority of the directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the presence of or act of a greater number is specifically required by these Bylaws, the ~~Chapter~~ ~~corporation's~~ Certificate of Incorporation, or Connecticut law. If a quorum shall not be present at any meeting of directors, a majority of the directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

4.6 Action Without a Meeting. Any action which may be taken at a meeting of the directors or a committee of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter of such meeting, and the number of such directors or committee members, as the case may be, constitutes a quorum for such action. Such consent shall be filed with the minutes of the directors' or committee's meetings.

4.7 Meeting By Conference Telephone. A director or a member of a committee of the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of conference telephone or similar communications equipment enabling all directors or all committee members participating in the meeting to hear one another, and participation in a meeting shall constitute presence in person at such meeting.

4.8 Resignations. The resignation of any director shall be in writing and shall be effective immediately upon receipt by the ~~Chapter~~ ~~corporation~~ if no time is specified, or at such later time as the resigning director may specify and the ~~Chapter~~ ~~corporation~~ shall accept.

4.9 Removal of Directors. Any director may be removed at any time by the majority vote of all directors at a special meeting of the directors called expressly for the purpose of considering such removal. A director who fails to attend three consecutive Board meetings in one fiscal year of the ~~Chapter~~ ~~corporation~~, without prior notification to the President or Secretary, shall be automatically removed from the Board.

4.10 Compensation. No director or Committee Chair shall receive compensation for services rendered to the ~~Chapter~~ ~~corporation~~ in such capacity, but directors shall be entitled to reimbursement for reasonable expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine.

4.11 Annual Institute Convention. The Board shall approve the delegates to the annual Institute convention. By action of the Board, the registration and banquet fees of all delegates to the annual convention of the Institute, as well as the reasonable common carrier transportation costs and lodging costs of the chairman of the delegation, may be reimbursed by the ~~Chapter~~ ~~corporation~~. No portion of the transportation or lodging will be reimbursable to the designated chairman of the delegation if he fails to carry out his obligations as chairman of the delegation at the annual Institute convention.

The reimbursement for any portion, or all, of the registration fees and/or transportation costs for attendees at the regional Institute conferences shall be determined by the Board of Directors at its regular meeting preceding the schedule month of the conference.

ARTICLE V

COMMITTEES OF THE BOARD

5.1 Creation. The Board of Directors may designate, at any meeting of the Chaptercorporation, two or more directors to constitute standing or special committees of the Board.

Such Committees shall have such functions and may exercise such power of the Board of directors as can be lawfully delegated and as provided in the resolution or resolutions creating such Committee or Committees. Each Committee shall select from among its number a Chair, provided that the Chair shall be a member of the Chaptercorporation. The creation of such Committee or Committees shall not operate to relieve the Board of Directors, any individual director, or the officers of any responsibility imposed on such persons by law.

5.2 Meetings. Regular meetings of Committees may be held at such time and such place as shall from time to time be determined by such Committees, and special meetings of Committees may be called by any Committee member upon two days' notice to the other members of such Committee, or upon such shorter notice as may be agreed to in writing by each of the other members of such Committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Board of Directors' meetings.

5.3 Vacancies. Vacancies on Committees shall be filled by the President.

5.4 Quorum. A majority of the membership of each Committee shall be necessary to constitute a quorum.

5.5 Manner of Acting. The act of a majority of the members of a Committee present at any meeting at which there is a quorum shall be the act of such Committee.

5.6 Minutes. Each Committee shall keep regular minutes of their proceedings and report the same to the Board of Directors when requested.

ARTICLE VI OFFICERS

6.1 Offices, Appointment, Term and Vacancies. The officers of the Chaptercorporation shall consist of a President, First Vice President, Second Vice President, Secretary and Treasurer. All officers must be members in good standing of the Chaptercorporation and the Institute. Any two or more offices may be held by the same person, except the offices of President and Secretary.

The President and Vice Presidents shall be elected by ballot of members as described in Section 4.2 above for one-year terms. Their terms shall begin at the annual meeting of members of the Chaptercorporation next succeeding their election. The President and Vice Presidents shall not hold the same office for more than two consecutive terms.

The Secretary and Treasurer shall be elected by ballot of members as described in Section 4.2 for two-years terms, with the term of the Secretary expiring at the annual meetings in odd numbered years and the term of the Treasurer expiring at annual meetings in even numbered years. The Secretary and Treasurer shall not hold the same office for more than two consecutive terms.

Each such officer shall hold office for the term for which he is elected and until his successor has been elected and qualified. Any vacancy or vacancies occurring in any office of the ~~Chaptercorporation~~ may be filled for the unexpired term by the concurring vote of a majority of the remaining Directors, though such remaining Directors are less than a quorum, though the number of Directors at the meeting are less than a quorum, and though such majority is less than a quorum.

6.2 President. The President shall preside at all meetings of the members and directors and shall be an ex-officio member of all committees of the ~~Chaptercorporation~~ except the Nominating Committee. The President shall appoint the ~~Chaptercorporation~~'s delegates to the annual meeting of the Institute, unless they are otherwise elected by the members of the ~~Chaptercorporation~~ and shall have such powers and duties as usually pertain to the office of President. The President shall perform such other duties as may from time to time be assigned to him, or specifically required to be performed by him, by these Bylaws, by the Board of Directors or by law.

6.3 Vice Presidents. It shall be the duty of the First Vice President, in the absence of the President, and the duty of the Second Vice President in the absence of both the President and First Vice President, to perform the President's duties. The Vice Presidents shall also perform such other duties as may be assigned to them, or specifically required to be performed by them, by these Bylaws, by the Board of Directors or by the President.

6.4 Secretary. It shall be the duty of the Secretary to cause to be taken and kept, the minutes of all meetings of the members and Board of Directors; to cause to be given notice of all meetings; to be custodian of the seal of the ~~Chaptercorporation~~ and to affix the seal, or cause it to be affixed, to all documents, the execution of which on behalf of the ~~Chaptercorporation~~ under its seal, shall have been specifically or generally authorized by the Board of Directors; to maintain a roster of the members and committees; to have charge of the books, records and correspondences of the ~~Chaptercorporation~~, other than those pertaining to the office of Treasurer; to see that the reports, statements and other documents required by law and by the Institute are properly kept or filed; to submit a report of the activities of the ~~Chaptercorporation~~ at the annual meeting; and in general, to perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the Board of Directors or by the President, or specifically required to be performed by him, by these Bylaws or by law.

6.5 Treasurer. The Treasurer shall supervise the receipt and custody of the ~~Chaptercorporation~~'s funds; cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the ~~Chaptercorporation~~; assume responsibility for all funds and securities of the ~~Chaptercorporation~~; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records and returns required by law regarding the ~~Chaptercorporation~~'s financial status; submit a report of the financial operations of the ~~Chaptercorporation~~ at regular Board meeting and the annual meeting; and perform such other duties as may be assigned to him, or specifically required to be performed by him, by the Board of Directors or by the President.

6.6 Removal. Any officer of the ~~Chaptercorporation~~ may be removed at any time by resolution adopted by the affirmative vote of two-thirds of the directors.

ARTICLE VII AMENDMENTS

These Bylaws may be repealed or amended by the affirmative vote of two-thirds of the voting professional, industry and associate members at a regular or special meeting, provided that the action is first approved by the Board of Directors, by a two-thirds vote, and submitted to the Institute secretary for approval, in the manner and form prescribed by the Institute; and provided, further, after Institute secretary approval, that written notice of such proposed action shall have been given to the members in the Chapter~~or~~corporation's newsletter issued prior to the regular or annual meeting, or in a letter mailed at least two weeks prior to the special meeting, at which such amendment or repeal is to be acted upon.

ARTICLE VIII FISCAL ADMINISTRATION

8.1 Fiscal Year. The fiscal year of the Chapter~~or~~corporation shall be July 1st through June 30th, unless otherwise fixed by action of the Board of Directors.

8.2 Membership Dues. The dues for each membership classification shall be reviewed and set by the Board of Directors no later than the February preceding the fiscal year in which such change will go into effect. Any change in the dues structure approved by the Board shall be promptly reported by the Secretary to the Institute and to the membership. Members Emeritus, and Honorary Members, and Lifetime Members shall not be subject to payment of annual dues.

Annual dues notices shall be mailed to members by the Institute on behalf of the Chapter~~or~~corporation at least two months in advance of each member's anniversary date and are payable when rendered. The Institute shall remit the Chapter~~or~~corporation's share of membership.

8.3 Bonds. Each person entrusted with the handling of funds or property of the Chapter~~or~~corporation shall be bonded in such form and in such amount and with surety satisfactory to the Board, for fraudulent or dishonest act or acts committed against the Chapter~~or~~corporation while acting alone or in collusion with others; the cost of said bond to be paid by the Chapter~~or~~corporation.

8.38.4 Audit. The board shall appoint a committee to audit the books and transactions to the treasurer at the close of the fiscal year. The report shall be read at the next regular meeting of the members of the Chapter.

ARTICLE IX GENERAL PROVISIONS

9.1 Gender. All references in these Bylaws to the masculine gender shall include the feminine and neuter where appropriate.

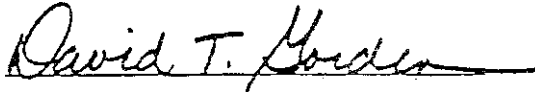
9.2 Indemnification. The Chapter~~or~~corporation shall indemnify directors, officers, employees and agents of the Chapter~~or~~corporation to the extent provided in and permitted by the Connecticut General Statutes.

The ~~Chapter~~ ~~corporation~~ may procure insurance providing greater indemnification and may share the premium cost with any director, officer, employee or agent on such basis as may be agreed upon.

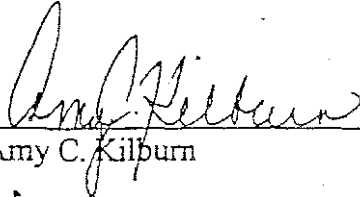
9.3 Order of Business. The order of business for all meetings of members, directors and committees of the ~~Chapter~~ ~~corporation~~ shall be determined by the President. These Bylaws and Robert's Rules of Order Newly Revised shall govern the conduct of all meetings.

We hereby certify that the foregoing Bylaws were adopted by the Incorporators on this 13th day of December, 1994.

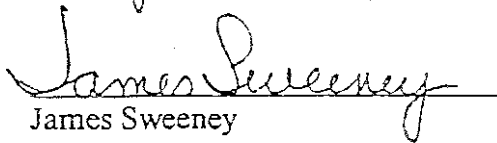
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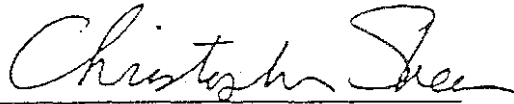
David T. Gorden



Amy C. Kilburn



James Sweeney



Christopher Shea